

**ASX ANNOUNCEMENT / MEDIA RELEASE**  
**14 November 2019**

## **ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING**

**Cokal Limited** (ASX:CKA, “Cokal” or “the Company”) advises that enclosed is an addendum to the Notice of Annual General Meeting dated 25 October 2019 (**Addendum**). The Addendum relates to more favourable terms agreed by the Company in respect of Resolutions 6 and 7, in relation to the issue of shares to the Chief Financial Officer and Related Party, to be considered at the Annual General Meeting to be held on Wednesday, 27<sup>th</sup> November 2019 at 11.30am (AEDT) at Level 5, 56 Pitt Street, Sydney NSW 2000.

**New Proxy Form**

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum.

Proxy Forms must be returned to the Company not later than 11.30am (AEDT) on 25 November 2019.

**ENDS**

Further enquiries:

Domenic Martino

Non Executive Director

Tel: +61 2 8319 9299

E: [dmartino@cokal.com.au](mailto:dmartino@cokal.com.au)

**About Cokal Limited**

Cokal Limited (ASX:CKA) is an Australian listed company with the objective of becoming a metallurgical coal producer with a global presence. Cokal has interests in four projects in Central Kalimantan, Indonesia, which are considered prospective for metallurgical coal.

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# Cokal Limited

ACN 082 541 437

## Addendum to Notice of Annual General Meeting and Explanatory Memorandum

Cokal Limited (ACN 082 541 437) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 25 October 2019 (**Notice of Meeting**) in respect of a general meeting of members to be held at 11.30am (AEDT) on 27 November 2019 at Level 5, 56 Pitt Street, Sydney NSW 2000, the Directors have determined to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the Notice of Meeting.

The Directors wish to advise that an agreement has been reached to issue shares to the Chief Executive Officer, Mr Jim Coleman (Resolution 6) and Related Party, Mr Gerhardus Kielenstyn (Resolution 7) at an issue price equal to the higher of \$0.07 and the 20 day VWAP prior to the date of the Annual General Meeting. As a result of this amendment, the maximum number of shares that could be issued to Mr Coleman and Mr Kielenstyn is the number determined using an issue price of \$0.07.

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting. This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments to the Explanatory Statement set out below, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

### Proxy Forms

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and this Proxy Form is annexed to this Addendum to the Notice of Meeting. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum to the Notice of Meeting.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum to the Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

By this Addendum to the Notice of Meeting, the Notice of Meeting and the Explanatory Statement to the Notice of Meeting are amended and supplemented by the information set out in this Addendum to the Notice of Meeting.

# Supplementary Notice of Annual General Meeting

There is no amendment to the Resolutions put to shareholders of the Meeting as follows:

## 1. Resolution 6 – Approval to Issue Shares to CEO

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To consider and, if thought fit, pass the following Ordinary Resolution:

*"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Shares to Mr James Coleman and/or his nominee on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 2. Resolution 7 – Approval to Issue Shares to Related Party – Mr Gerhardus Kielenstyn

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To consider and, if thought fit, pass the following Ordinary Resolution:

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Shares to Mr Gerhardus Kielenstyn and/or his nominee on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gerhardus Kielenstyn or an associate of Mr Gerhardus Kielenstyn. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

# Supplementary Explanatory Memorandum

Any reference to the issue price of the shares to be issued to the Chief Executive Officer, Mr Jim Coleman (Resolution 6) and Related Party, Mr Gerhardus Kielenstyn (Resolution 7) will change from

- an issue price equal to the 20 day VWAP prior to the date of the Annual General Meeting; to
- an issue price equal to the higher of \$0.07 and the 20 day VWAP prior to the date of the Annual General Meeting.

The relevant disclosure is amended as follows.

## 1. Resolution 6 – Approval to Issue of Shares to CEO

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It has been agreed that 11 months' salary (AU\$229,167) owing to Mr Coleman will be paid in shares at an issue price equal to the higher of \$0.07 and the 20 day VWAP prior to the date of the Annual General Meeting (**CEO Shares**).

### 1.1 Information required by Listing Rule 7.3

The following information is required by Listing Rule 7.3, for the purposes of Shareholder approval under Listing Rule 7.1:

- a) The maximum number of shares to be issued is 3,273,814 Shares;
- b) If approved, the Shares will be issued no later than 3 months after the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on the same date;
- c) the Shares will be issued as consideration for AU\$229,167 in salary costs;
- d) the Shares will be issued to Mr James Coleman and/or his nominee/s approved by the Board. The allottees are not related parties of the Company;
- e) the Shares will be fully paid ordinary Shares in the Company that will rank pari passu and form one class with all other ordinary Shares of the Company.;
- f) Nil funds will be raised on the issue of Shares. The issue of Shares will pay for eleven (11) months' salary of the Chief Executive Officer.
- g) a voting exclusion applies to this resolution - please see the notes to Resolution 6 in the Notice.

## 2. Resolution 7 – Approval to Issue Shares to Related Party – Mr Gerhardus Kielenstyn

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This Resolution seeks Shareholders' approval for the repayment of US\$81,600 (AU\$120,000 at an exchange rate of US\$0.68) debt owed to a related party, Mr Gerhardus Kielenstyn, by the issue of fully paid ordinary Shares in the Company at an issue price equal to the higher of \$0.07 and the 20 day VWAP prior to the date of the Annual General Meeting (**Related Party Shares**).

### 2.1 Information required by Listing Rule 10.13

The following information is required by Listing Rule 10.13, for the purposes of Shareholder approval under Listing Rule 10.11:

- (a) The Shares will be issued to Mr Gerhardus Kielenstyn and/or his nominee;
- (b) The maximum number of shares to be issued is 1,714,285 Shares;
- (c) If approved, the Shares will be issued no later than 1 month after the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on the same date;

## Supplementary Explanatory Memorandum

- (d) the Shares will be issued as consideration for amounts owing to Mr Gerhardus Kielenstyn totalling US\$81,600 (AU\$120,000);
- (e) the Shares will be issued to Mr Gerhardus Kielenstyn and/or his nominee/s approved by the Board. As Mr Gerhardus Kielenstyn has been a Director within the past 6 months, he is considered a related party of the Company;
- (f) the Shares will be fully paid ordinary Shares in the Company that will rank pari passu and form one class with all other ordinary Shares of the Company.;
- (g) Nil funds will be raised on the issue of the Shares. The Shares are issued in consideration for amounts owing to Mr Gerhardus Kielenstyn, totalling US\$81,600 (AU\$120,000);
- (h) a voting exclusion applies to this resolution - please see the notes to Resolution 7 in the Notice.

**Dated 14 November 2019**

**By Order of the Board**

**Louisa Martino**  
**Company Secretary**

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Louisa Martino (Company Secretary):

**Phone:** +61 2 8823 3179

**Email:** [louisa@indianoceancapital.com](mailto:louisa@indianoceancapital.com)


**ONLINE PROXY APPOINTMENT**
[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)

**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**2019 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Cokal Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the meeting **OR**

**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Level 5, 56 Pitt Street, Sydney NSW 2000 on 27 November 2019 at 11.30am (AEDT)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

**VOTING DIRECTIONS**
**Resolutions**

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Domenic Martino as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Karan Bangur as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Underwriter Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue Shares to CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Shares to Related Party – Mr Gerhardus Kielenstyn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.30am (AEDT) on 25 November 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033